

DRAFT

**INTERNATIONAL ACADEMY OF MEDIATORS
The By-Laws**

(Revised bylaws: [March 1, 2020](#))

ARTICLE I - THE BOARD OF GOVERNORS

Section 1. The Board of Governors shall be the governing body of this Academy.

Section 2. The Board of Governors shall be elected by the Members, and shall hold office for the term elected or until successors are elected and qualified. The Board shall consist of the Officers, the immediate Past President and nine (9) other Governors, all of whom are voting members of the Board. Up to four (4) members with a minimum of ten (10) years' membership and who have prior IAM governance experience, for example, chairing or working on a committee or a task force may be selected by the current President to serve as ex-officio, non-voting members of the Board.

Section 3. A one (1) year term of office is defined to be the period of time beginning on the later of i) the conclusion of the Spring Meeting of the membership; or ii) May 15th of each calendar year and ending on the earlier of i) the conclusion of the Spring Meeting of the membership; or ii) May 15th of the following calendar year.

ARTICLE II- ELECTION TO THE BOARD OF GOVERNORS

Section 1. Governors shall be elected for a three (3) year term. The election of Governors filling vacancies or expired terms shall occur at the Spring Meeting or by such other means as directed by the Board of Governors. Periodically, and in order to balance the yearly series of the expiration of the terms of sitting Governors, the Board of Governors, in its discretion, may correspondingly extend or shorten the term of a sitting Governor by a two-thirds vote of the Board of Governors.

Section 2. Vacancies on the Board of Governors occasioned by death, resignation, incapacity or other reasons, shall be filled by appointment of the President, and such persons so appointed shall serve until the expiration of the term of the vacating Governor.

Section 3. Regular meetings of the Board of Governors shall be held at least semi-annually in conjunction with the Annual Meeting of the Membership and any other Meetings or Educational Conferences. Other meetings of the Board may be held at such time and place as the President may designate in consultation with the Board. Attendance at Board meetings may be in person or by telephone or other interactive electronic means. The Board shall consider such matters as may be properly brought to its attention.

Section 4. Special meetings of the Board of Governors of this Academy may be called by the President or upon formal request in writing by one-third (1/3) of the voting Board

members. Such notice shall specify the objects and purposes of such special meeting and no other business shall be transacted except by majority vote of those present. Attendance may be in person or by telephone or other interactive electronic means.

Section 5. Notice of all meetings of the Board of Governors stating time and place of the meetings shall be distributed by hand delivery, mail, email, or facsimile to each member of the Board at least ten (10) days prior to any such meeting.

Section 6. A majority of the voting members of the Board of Governors shall constitute a meeting quorum. Actions of the Board of Governors shall be determined by a majority of the voting members of the Board of Governors, unless otherwise specifically stated herein to require a higher voting percentage or fraction.

Section 7. Between meetings of the Board of Governors, the powers of the Board shall be vested in an Executive Committee consisting of the President, the Immediate Past-President, the President-Elect, the Vice-President and the Treasurer. The Executive Committee shall exercise those powers to decide upon interim day-to-day administration, address exigent issues that need prompt attention as they may arise, and/or take action as otherwise provided in the by-laws. A majority of the Executive Committee shall constitute a meeting quorum; participation by telephonic or any interactive electronic means is authorized and considered to be attendance for purposes of obtaining a meeting quorum. Actions of the Executive Committee shall be determined by a majority of its members The Executive Committee shall keep minutes of its proceedings, and shall report all such decisions to the Board of Governors at the next meeting of the Board, except for decisions on any exigent issue which shall be reported as soon as practicable. All decisions of the Executive Board are subject to revision, modification and ratification by a subsequent affirmative vote of a majority of the Board of Governors as provided in Article II Section 6.

Section 8. The attendance of a member of the Board of Governors at a Board meeting shall constitute a waiver of notice of the meeting except where a Board member attends for the express purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened. In addition, the Board member may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

Section 9. Any action required or permitted to be taken pursuant to authorization of the Board of Governors may be taken without a meeting, if, before or after the action, a sufficient number of the members of the Board of Governors required for the Board to properly take such action, consent thereto in writing. Such consents may be in electronic format. Written consents shall be filed with the minutes of the Board.

ARTICLE III - OFFICERS

Section 1. There shall be a President, President-Elect, Vice-President, Secretary and Treasurer. All Officers shall have prior service as a member of the Board of Governors. The term of Officers shall commence at the later of i) the Spring Meeting; or ii) May 15th

of each calendar year.

Section 2. The President, President-Elect and Vice-President shall serve for one (1) year terms. The President shall not be eligible for a consecutive subsequent term. At the expiration of the President's term of office, the President shall automatically be

succeeded by the President-Elect and the Vice-President shall automatically assume the position of President-Elect. Immediate Past Presidents shall serve as voting members of the Board of Governors for a one (1) year term immediately following their term of office as President.

Section 3. The Treasurer, Secretary and Vice-President shall be elected at the Spring Meeting or at such times and by such other means as directed by the Board of Governors. The Secretary and Treasurer shall be elected by the Membership and shall each serve for a two (2) year term. The terms of the Secretary and Treasurer shall be staggered and they shall be elected in alternate years. The Secretary and Treasurer shall be eligible for re-election.

Section 4. In the event of the death, resignation, incapacity or inability of the Secretary or the Treasurer to serve, the President shall designate a member of the Board of Governors to serve as interim Secretary or Treasurer until the next election of Officers.

Section 5. In the event of the death, resignation, incapacity or inability of the President to serve, the President-Elect shall serve as interim President for the unexpired portion of the President's term or during the period of the President's incapacity and the Vice-President shall fill the position of President-Elect for such period. The position of Vice-President for such period shall be elected by the majority vote of the Board of Governors. In the event of the death, resignation, incapacity or inability of the President-Elect to serve, the Vice President shall serve as the interim President-Elect for the unexpired portion of the President-Elect's term or during the period of the President-Elect's incapacity, and the position of Vice President for such period shall be elected by the majority vote of the Board of Governors. In the event of the death, resignation, incapacity or inability of the Vice-President to serve, the position shall be filled by the majority vote of the Board. Any dispute over an Officer's or Governor's ability to serve or to resume service following a disability shall be resolved by the Board of Governors.

ARTICLE IV - DUTIES OF OFFICERS

Section 1. The President

The President, or the President-Elect in the President's absence, shall preside at all meetings of the Academy. At the Annual Meeting the President shall present a report of the general affairs of the Academy. The President shall be authorized to act on behalf of the Academy in all matters within the Academy's ordinary course of business, including the execution of contracts which have previously been approved as may be required. The President may be authorized by the Board of Governors to employ paid staff, under terms to be established by the Board of Governors. The President shall perform such other duties as may be assigned to the office by the Board of Governors or the Executive Committee.

Section 2. The President-Elect

The President-Elect shall preside at all meetings of the Academy in the absence of the President. The President-Elect shall serve on the Nominating Committee and shall be

responsible for such other duties as may be assigned to the office by the Board of

Governors or the Executive Committee.

Section 3. The Vice President

The Vice President shall preside at all meetings of the Academy in the absence of the President and President-Elect. The Vice President shall serve as a member of any Academy strategic planning committee and be responsible for such other duties as may be assigned to the office by the Board of Governors or the Executive Committee.

Section 4-2. The Secretary and the Treasurer

The Secretary and the Treasurer or their designee, under the direction of the President and the Board of Governors, shall perform the customary duties of such office. The Secretary or a designee shall conduct the correspondence of the Academy; record the proceedings of all meetings of the Academy and the proceedings of the meetings of the Board of Governors; record the attendance of members at conferences; and file all required forms and documents with governmental agencies. The Secretary or a designee shall issue all notices and other documents requiring verification; make at each Annual Meeting a report on all other matters pertaining to the conduct of the office; and perform such other duties as may be assigned to that office by the President and by the Board of Governors. The Treasurer or a designee shall collect and deposit all moneys due the Academy; record and supervise the receipt, payment and non-payment of dues; prepare an appropriate annual budget for submission to and approval by the Board of Governors; monitor the progress of the annual budget; verify all bills and pay them when approved by the President or the Board of Governors; and at each Annual Meeting, or more often if required by the Board of Governors, make a report of the accounts of the Academy.

Section 5. The Board of Governors may retain an Executive Director and other paid staff or consultants to administer the daily operations of the Academy. The Board may also confer a stipend or dues waiver for Officers to compensate them for time taken from their personal practices to serve the Academy.

ARTICLE V - THE ANNUAL MEETING

Section 1. The Annual Meeting of the Academy shall be held in the spring of each year or at such time and place as designated by the Board of Governors.

ARTICLE VI - COMMITTEES

Section 1. The Board of Governors may create standing and special committees of the Academy, Board of Governors or membership, as may be helpful in accomplishing the business, goals, core values and mission of the Academy. Such committees may include, but shall not be limited to:

- [Communications & Outreach](#)
- [Conference Planning](#)
- [Diversity & Inclusion](#)
- [Membership](#)
- [Member Services](#)

- [Mentorship](#)
- [Recruiting](#)
- [Pro Bono](#)
- [Scholar-In-Residence](#)

Section 2. The Academy may establish a Professional Development Institute to serve as the method of providing formal educational programs and courses of study to both Academy members and the public. The Professional Development Institute may formally certify completion of programs, curriculum and/or mediation theory and practice training modules for individuals.

Section 3. The Chair, Co-Chairs and Members of any Committees shall be selected by the President. The President may delegate such Committee membership selections to the Chair or Co-Chair of any Committee. The term of office for a Committee Chair, Co-Chair or Committee member shall be no less than one (1) year and no more than three (3) years, as determined by the President, unless otherwise directed by the Board of Governors. The Board of Governors, by majority vote, may remove any Chair, Co-Chair or Member from any Committee and may extend or shorten the time of service of any Committee member, Chair or Co-Chair.

Section 4. The President shall appoint Members to such other special committees or task forces, or as liaisons to other organizations, as the Board of Governors may designate, to further the Mission, purposes and objectives of the Academy.

ARTICLE VII - PROFESSIONAL RESPONSIBILITY

Section 1. The Academy may develop and adopt Model Standards of Conduct and/or Standards of Excellence for its Members.

ARTICLE VIII - MEMBERSHIP

Section 1. Membership shall be limited to mediators of commercial disputes and other individuals who have met the criteria for membership as established by the Board of Governors in its sole discretion from time to time. Membership is by invitation only. Prospective members must first attend an Academy conference within one year prior to their nomination. The nomination must be sponsored by [a qualified sponsor and co-sponsor who must be Distinguished Fellows and members of the IAM for at least two \(2\) years or who have attended at least four \(4\) conferences.](#) [Membership may be granted in full or in part, and may be temporary, probationary, withheld or denied. From time to time, by a majority vote of the Board of Governors in its sole discretion, membership may be suspended, reinstated, terminated or otherwise modified at any time.](#) Admission to the Academy shall not create any property right, entitlement [or any other form of privilege.](#) In addition to the [professional and](#) personal qualifications of a nominee for membership, admissions may be limited [or extended](#) by such factors as the size of the organization, geographic diversity and other appropriate considerations as the Board of Governors shall determine in its sole discretion.

Section 2. Commercial disputes shall include a variety of business or economic conflicts as distinct from family, community, political or public policy disputes. The Board of Governors shall be the final arbiter of admission criteria.

Section 3. There shall be four categories of membership:

a) Fellow, which category represents an active commercial mediator intending to seek and attain Distinguished Fellow status within a reasonable period, after further professional development and experience as an active commercial mediator;

b) Distinguished Fellow, which category represents the active commercial mediation professional;

c) Distinguished Fellow Emeritus, which category represents those Distinguished Fellows who have requested this status and who satisfy the criteria set forth in Section 3.1 below; and

d) Honorary Fellow, which category includes the persons honored by the Academy with honorary membership in a non-dues paying status as recognition for outstanding achievement in the field of mediation. These persons are not subject to the requirement to attend one meeting every two years.

Section 3.1. Distinguished Fellow Emeritus Criteria:

a) Eligibility: The Distinguished Fellow Emeritus membership category is available to current members who satisfy the following:

i) The member has affirmatively requested Distinguished Fellow Emeritus status;

ii) The member has been a Distinguished Fellow for at least five (5) consecutive years and is current with respect to payment of all dues and conference attendance requirements; and

iii) The member satisfies “the Rule of 80,” meaning the member’s age plus the number of years the member has been a Distinguished Fellow totals 80 or more. A member also satisfies the Rule of 80 if he or she has become disabled such that he or she can no longer practice as a mediator, and the member has been a Distinguished Fellow for at least five years, even if the total of age plus membership years is less than 80.

b) Dues: The annual dues for Distinguished Fellows Emeritus shall be 75% of those dues charged to Distinguished Fellows (i.e., a 25% discount off of the standard dues for Distinguished Fellow).

c) Rights and Privileges: Distinguished Fellows Emeritus shall enjoy the full rights and privileges of full membership in the IAM.

d) Conferences: Distinguished Fellows Emeritus shall be required to attend one

IAM conference every three years; [and](#)

e) Application: Distinguished Fellows seeking to transfer to Distinguished Fellow Emeritus status shall submit a request to the Executive Committee. Approval of a Distinguished Fellow for this membership category is within the discretion of the Executive Committee.

The Board of Governors may, in its discretion, create additional classes of membership or certifications, by practice area or process expertise. The full privileges and benefits of membership shall be extended to all members including service as a member of the Board of Governors. Honorary Fellows shall not have voting rights and shall not serve as an Officer or member of the Board of Governors.

Section 4. The Board of Governors shall establish a process for members to transfer from one category to another, to seek a special membership status or to challenge an adverse determination, including revocation or non-renewal of membership.

Section 5. The Board of Governors shall establish the membership standards and criteria for each [current or newly created](#) category of membership and establish an admission process and protocol.

Nomination Forms for membership shall be filed with the Chair of the Membership Committee on a form approved by the Board of Governors.

Section 6. The Board of Governors shall act on the nomination forms presented by the Membership Committee at any regular meeting of the Board of Governors or at a special meeting called for that purpose. Approval of a nomination shall require a majority vote of the Board of Governors. Membership in the Academy shall be conferred upon a nominee previously approved by the Board of Governors, provided that said approved nominee pay membership dues to the IAM no later than 60 days after being notified of their approval of membership, subject to the below. The Executive Director shall remit a dues notice to all approved nominees on the first day of the month immediately following approval of that nominee by the Board of Governors. Nominees shall pay dues on a pro rata annual basis for their first year of membership based upon the date appearing on the dues notice, and upon payment shall be entitled to the full benefits of IAM membership.

Section 7. Unless granted an exemption for good cause by the Board of Governors, all approved nominees must attend at least one Academy conference within one year of their nomination. Members must attend at least one Academy conference every two (2) years and complete any mandatory continuing educational requirements established by the Academy. Members outside of North America must attend at least one Academy conference every three (3) years and complete any mandatory continuing educational requirements established by the Academy.

Section 8. The Membership Chair or a designee shall send notification to each Nominee whose application for membership has been denied by the Board of Governors within twenty (20) days after the meeting of the Board of Governors at which the decision for denial was made. A nomination for membership shall not be deemed denied upon the decision of the Board of Governors to i) table the application for action at a later regular or special meeting of the Board of Governors; or ii) to remand the application to the Membership Committee for reconsideration. The Chair of the Membership Committee or a designee shall send notification of such action to the Nominee within twenty (20) days after the meeting of the Board of Governors at which such action was taken.

Section 9. Although the Academy encourages full time practice as a professional commercial mediator, the Academy does not deem the following activities to be inconsistent with continued membership in the Academy, provided appropriate disclosures are made to participants or parties:

- a) To undertake to serve partisan interests as advocate or consultant for parties in mediation;
- b) To be a member, associate or affiliate of a firm or organization, which performs such advocate or consultant work;
- c) For any member to appear in a partisan role before another Academy member serving as a neutral in any dispute resolution proceeding; or
- d) To engage in rendering services as an arbitrator, attorney, educator or consultant.

ARTICLE IX – DUES

Section 1. Dues statements shall be distributed to the Members on an annual basis. Dues shall be payable by December 31st. Members who have not paid by February 15th shall be notified that they are in arrears and will be assessed a \$100.00 late fee. Members who have not paid their dues and the late fee by March 1st shall be suspended and denied privileges of membership. Any Member suspended for non-payment of dues and late fees may be reinstated upon payment of all arrears within one-year subject to approval by the Executive Committee.

Section 2. The Executive Committee may in its discretion authorize the waiver or reduction of dues or late fees from Members for any good cause shown.

Section 3. The annual dues may be changed by resolution of the Board of Governors.

ARTICLE X - NOMINATING COMMITTEE

Section 1. On or before February 1st of each calendar year, the President shall designate a Nominating Committee consisting of not less than three (3) and nor more than seven (7) members. The names of the Nominating Committee shall be distributed to the

Membership. The Nominating Committee shall select one or more candidates for each vacancy and shall report its selections to the President on or before March 31st of each calendar year. After receipt of the report of the Nominating Committee, the President shall distribute to the Membership the names of the candidates selected by the Nominating Committee which report shall be delivered at least seven (7) days before the date of the election.

Section 2. Other candidates for office (except for the office of President and President-Elect) may be nominated by members of the Academy. To be valid, a nomination must be made in writing by at least twenty-five (25) Members in good standing and must be filed with the President, either as a single petition or as separate petitions, at least thirty (30) days prior to the Annual Meeting at which the election is to occur. If nominations have been made within the period specified, the President shall announce to the Membership of the Academy the names of said nominees at least seven (7) days prior to the date of the election.

Section 3. Elections for Vice-President, Secretary and Treasurer: In the event of a contested election, each Member present shall be entitled to cast one (1) vote for each office. If no candidate receives a majority of the votes cast, a second ballot shall then be held between the two candidates who received the most votes. The candidate then receiving the most votes on the second ballot shall be declared elected. Elections for the non-officer members of the Board of Governors: In the event of a contested election, each Member present shall be entitled to vote on a single ballot as follows: The number of votes cast on such ballot for each office shall be no more than the number of positions being filled for that office. The candidates receiving the most votes (but not less than one-half (1/2) of the number of ballots cast) shall be deemed elected. A second ballot shall be conducted as to any positions not filled by the first ballot. The number of candidates shall be equal to twice the number of positions remaining to be filled; the candidates shall be the unelected candidates who received the most votes on the first ballot. Based on the number of positions remaining, the members present shall be entitled to cast multiple votes on the second ballot; the requisite number of candidates receiving the most votes shall be deemed elected. Notwithstanding the foregoing, there shall be no cumulative voting for a single candidate.

Section 4. In the event there is a contest for an office or offices, such candidates shall have the right to set forth their qualifications and reviews in a statement of reasonable length which shall be distributed to the Membership by the Secretary or a designee at the Academy's expense at least seven (7) days prior to the date of the election. Said statement or statements may be sent by mail, facsimile, email or other electronic means, or may be printed in any Academy publication, including the Website on the Internet.

ARTICLE XI - REGIONS

Section 1. Members of any regional sub-entity shall elect their own Chair each year and report the name of the Chair to the Secretary or a designee of the Academy before the

later of i) the start of the business session at the Spring Meeting; or ii) May 15th of the

calendar year. If an election has not been held and a report communicated to the Secretary or a designee by one of the above dates, the President shall appoint a person in the Region to serve as Chair for that year.

Section 2. Any Region desiring to establish by-laws may do so, provided: (a) that the text of the proposed by-laws is sent to all members of the Region and approved by a majority of the members by mail ballot; (b) that the proposed regional by-laws are approved by the Board of Governors as consistent with the Academy's mission, vision, core values, Constitution and By-Laws; and that the payment of any regional dues is voluntary.

Section 3. Regions shall not sponsor public functions, either alone or in conjunction with other organizations, except with the prior approval of the President or the Board of Governors. This proscription shall not preclude the inclusion of family members, personal friends, students, interns, non-member mediators and guest speakers in a regional meeting of Academy Members.

Section 4. Regions shall not adopt a public policy position either as a Region or in the name of the International Academy of Mediators. Any Region may request the International Academy of Mediators, through a communication directed to the President and to the Secretary, to adopt a position favored by the Membership of that Region.

Section 5. A National Coordinator of Regional Activities, with duties and responsibilities as established by the Board of Governors, may be appointed by the President annually, but the same person shall not serve longer than three (3) consecutive years. The Coordinator shall report to the Board of Governors and to the Membership at the Annual Meeting on the state of regional activities.

ARTICLE XII - RESERVE FUND

Section 1. A Reserve Fund shall be established and shall be maintained by the Board of Governors. No part of the principal of the Reserve Fund may be utilized for any purposes unless authorized by a two-thirds (2/3) affirmative vote of the Board of Governors.

ARTICLE XIII - AMENDMENTS

Section 1. Amendments to the By-Laws may be made by resolution of the majority vote of the Board of Governors or by a two-thirds (2/3) vote at the Annual or a special meeting of the Membership.

ARTICLE XIV – INDEMNIFICATION

Section 1. Non-derivative Actions. Subject to all of the other provisions of this Article, the Academy shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or

proceeding including but not limited to any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Academy). Such indemnification shall apply only to a person who was or is a Governor, Ex-Officio member of the Board of Governors, Director or Officer of the Academy or who was or is serving at the request of the Academy as a partner, trustee, employee, or agent of the Academy. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Academy. With respect to any criminal action or proceeding, such person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of *nolo contendere* or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Academy, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Derivative Actions. Subject to all of the provisions in this Article, the Academy shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding by or in the right of the Academy to procure a judgment in its favor because (a) the person was or is a Governor, Ex-Officio member of the Board of Governors, Director or Officer of the Academy, or (b) the person was or is serving at the request of the Academy as a partner, trustee, employee, or agent of the Academy. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Academy. However, indemnification shall not be made for any claim, issue or matter in which the person has been found liable to the Academy unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

Section 3. Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 or 2 of this Article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, such person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this Article.

Section 4. Contract Right; Limitation on Indemnity. The right to indemnification conferred in this Article shall be a contract right and shall apply to services of a

Governor, Ex-Officio member of the Board of Governors, Director, Officer, partner, trustee, employee or agent on behalf of the Academy. Except as provided in Section 3 of this Article, the Academy shall have no obligations under this Article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board of Governors.

Section 5. Determination That Indemnification Is Proper. Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the Academy only as authorized in the specific case. The Academy must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1. Such determination shall be made in the following ways:

- a) By a majority vote of the Board consisting of Governors who were not parties to such action, suit, or proceeding.
- b) If the majority vote described in clause (a) above is not obtainable, then by a majority vote of a committee consisting of seven (7) Members appointed by the President who are not parties to the action.
- c) If the majority vote described in clauses (a) and (b) above are not obtainable, then by independent legal counsel in a written opinion.

Section 6. Proportionate Indemnity. If a person is entitled to indemnification under this Article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Academy shall indemnify such person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which such person is entitled to be indemnified.

Section 7. Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in this Article may be paid by the Academy in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Academy. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

Section 8. Non-exclusivity of Rights. The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Academy. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 9. Former Governors, Directors and Others. The indemnification provided in this Article continues for a person who has ceased to be a Governor, Ex-Officio member of the Board of Governors, Director, Officer, partner, trustee, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of that person.

Section 10. Insurance. The Academy may purchase and maintain insurance on behalf of any person who (a) was or is a Governor, Director, Officer, partner, trustee, employee, or agent of the Academy, or (b) was or is serving at the request of the Academy in any such position. Such insurance may protect against any liability asserted against such person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Academy would have power to indemnify against such liability under this Article or the laws of the State of Nevada.

Section 11. Changes in Nevada Law. If there are any changes in the Nevada statutory provisions applicable to the Academy and relating to the subject matter of this Article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Academy to provide broader indemnification rights than such provisions permitted the Academy to provide before any such change.

ARTICLE XV – FISCAL YEAR

Section 1. The fiscal year of the Academy shall end December 31.

ARTICLE XVI – RULES OF ORDER

Section 1. Except as otherwise provided herein, meetings of the Board of Governors, Executive Committee, Membership and other committees shall be conducted in accordance with Robert’s Rules of Order as revised and then in effect.